

LAW OFFICES
MITCHELL, SILBERBERG & KNUPP
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

LONDON OFFICE
1 GREAT CUMBERLAND PLACE
LONDON W1H 7AL
TELEPHONE: 01-723-9393
NIGHT SERVICE: 01-262-7157
TELEX: 298909 SOCOG
FAX: 01-723-6992

TRIDENT CENTER
11377 WEST OLYMPIC BOULEVARD
LOS ANGELES, CALIFORNIA 90064-1683
(213) 312-2000
CABLE ADDRESS: SILMITCH
TELEX: 69-1347
OMNIFAX: (213) 312-3100/3200/3700

WRITER'S DIRECT NUMBER
(213) 312-3210
OUR FILE NUMBER
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RECORDATION NO. 1223-B
Filed 1425

January 14, 1988

JAN 15 1988 -10 15 AM

VIA COURIER

RECORDATION NO. 1223-B
Filed 1425

JAN 15 1988 -10 15 AM

INTERSTATE COMMERCE COMMISSION

Secretary,
Interstate Commerce Commission
Washington, D.C. 20423
Attn: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Date 1-15-88
Fee \$ 20.00

ICC Washington, D. C.

Dear Ms. Lee:

Enclosed are a fully executed and acknowledged original and a fully executed and acknowledged counterpart of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents are:

(a) an Officer's Certificate, dated as of January 12, 1988, executed by the Vice President and Treasurer of Occidental Chemical Corporation ("OCC"), and attached to which is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York in connection with the merger of Occidental Chemical Properties Corporation ("OCPC") with and into OCC (with OCC as the surviving corporation), which merger became effective on December 23, 1987 (such Officer's Certificate, including the attachment thereto, the "Certificate"); and

(b) an Assumption Agreement, dated as of December 23, 1987 (the "Assumption"), executed and delivered by OCC, relating to the assumption by OCC of the obligations of OCPC pursuant to that Equipment Lease Agreement between OCPC (under its prior name of "Hooker Chemical Properties

January 14, 1988

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("MDFC"), dated as of September 22, 1980, and recorded under Recordation No. 12233, as amended pursuant to that Lease Addendum No. 1 between OCPC and MDFC, dated as of September 22, 1980, and recorded under Recordation No. 12233-A.

Both the Certificate and the Assumption are secondary documents. The primary document to which each of the above documents is connected is recorded under Recordation No. 12288

We request that the Certificate, which evidences an assignment by operation of law, and the Assumption be cross-indexed.

The name and address of the party to the documents are as follows:

Lessee: Occidental Chemical Corporation
360 Rainbow Boulevard South
Niagara Falls, New York 14303
Attn: Debt Compliance

A general description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$20.00 is enclosed. Please return the originals to the undersigned at 11377 West Olympic Blvd., 10th Floor, Los Angeles, California 90064.

A short summary of the documents to appear in the index follows:

(a) Officer's Certificate of Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt Compliance, dated January 12, 1988, relating to succession by merger of Occidental Chemical Corporation to rights of Occidental Chemical Properties Corporation as lessee under lease covering 34 railroad tank cars, and connected to Equipment Lease Agreement with Recordation No. 12233.

(b) Assumption Agreement executed and delivered by Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt

January 14, 1988

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Compliance, dated as of December 23, 1987, and covering 34 railroad tank cars, and connected to Equipment Lease Agreement with Recordation No. 12233.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew J. Sutter", with a long horizontal flourish extending to the right.

Andrew J. Sutter

for

MITCHELL, SILBERBERG & KNUPP

Attorneys for Occidental Chemical Corporation

AJS:jaa

Enclosures

cc: John M. Nanos, Esq.
H. Wayne Taylor, Esq.
Eric E. Freedman, Esq.

SCHEDULE A

1. Nine (9) Parachloro BTF 18,000 gallon tank cars, bearing consecutive serial numbers HOKX 8261 through 8269.
2. Twenty-five (25) 20,000 gallon acid tank cars, bearing consecutive serial numbers HOKX 8270 through 8294.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Andrew J. Sutter
Mitchell, Silberberg & Knupp
Trident Center
11377 West Olympic Blvd.
Los Angeles, CA 90064

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 1/15/88 at 10:15AM, and assigned re-cordation number(s).

9247-F & G, 9248-E & F, 12273¹²² & C, 12834-C & D
13064-E, 13814-E & 13220-I

Sincerely yours,

Nanette L. McEuen

Secretary

Enclosure(s)

ORIGINAL

REGISTRATION NO. 12233-C
JAN 13 1988

ASSUMPTION AGREEMENT

JAN 13 1988

This ASSUMPTION AGREEMENT is executed and delivered as of the 23rd day of December, 1987, by OCCIDENTAL CHEMICAL CORPORATION, a New York corporation (the "Surviving Corporation"), to OCCIDENTAL CHEMICAL PROPERTIES CORPORATION (formerly named "Hooker Chemical Properties Corporation") a California corporation (the "Disappearing Corporation"), with reference to the following facts:

A. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation, and the Surviving Corporation is a wholly-owned indirect subsidiary of Occidental Petroleum Corporation, a Delaware corporation ("OPC").

B. Pursuant to resolutions of the Board of Directors of the Surviving Corporation, the Disappearing Corporation is to be merged with and into the Surviving Corporation (the "Merger").

C. The Disappearing Corporation and OPC are, among other things, parties to various agreements which were entered into in connection with the leasing of certain railroad cars, including, without limitation, (i) an Equipment Lease Agreement, dated as of September 22, 1980 (the "Lease"), between the Disappearing Corporation and MDFC Equipment Leasing Corporation, a Delaware corporation (the "Lessor"), which instrument was filed with the Interstate Commerce Commission (the "ICC") on September 29, 1980, and recorded under recordation no. 12233, (ii) a Lease Addendum No. 1, dated as of September 22, 1980 (the "Addendum"), between the Disappearing Corporation and the Lessor, which instrument was filed with the ICC on September 29, 1980, and recorded under recordation no. 12233-A and (iii) a Guaranty, dated September 22, 1980, given by OPC to the Lessor (the "Guaranty").

D. The Surviving Corporation wishes to evidence by this Assumption Agreement certain assumptions required under the Lease.


NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Surviving Corporation agrees as follows:

1. Effective as of the effectiveness of the Merger, the Surviving Corporation shall succeed to and be vested with all of the right, title and interest of the Disappearing Corporation in, to and under the Lease and the

Addendum. Effective as of the effectiveness of the Merger, the Surviving Corporation hereby assumes all of the obligations of the Disappearing Corporation under the Lease and the Addendum, to the same extent as the Disappearing Corporation is obligated to perform and discharge the same.

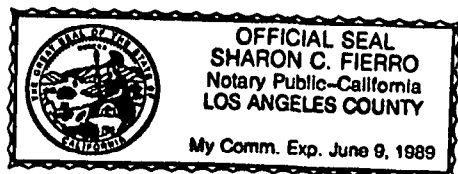
2. The assumptions provided for herein are intended to be in addition to, and not in lieu of or in limitation of, the transfers of the assets, liabilities and obligations of the Disappearing Corporation to the Surviving Corporation which will take place by operation of law or otherwise in connection with the Merger.

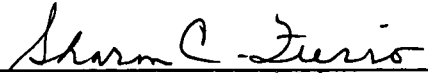
OCCIDENTAL CHEMICAL CORPORATION

By 
 Ronald B. Casriel
 Vice President and Treasurer

STATE OF CALIFORNIA)
) SS
 COUNTY OF LOS ANGELES)

On this 21st day of December, in the year 1987, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ronald B. Casriel, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as vice president and treasurer of the corporation therein named and acknowledged to me that the corporation executed it.




 Notary Public

My Commission Expires June 9, 1989